

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
TYLER DIVISION**

BLUE SPIKE, LLC
Plaintiff,

v.

TEXAS INSTRUMENTS, INC.,
Defendant.

§ Civil Action No. 6:12-CV-499 MHS
LEAD CASE

BLUE SPIKE, LLC,
Plaintiff,

v.

AUDIBLE MAGIC CORPORATION,
FACEBOOK, INC., MYSPACE, LLC,
SPECIFIC MEDIA, LLC,
PHOTOBUCKET.COM, INC.,
DAILYMOTION, INC.,
DAILYMOTION S.A., SOUNDCLOUD,
INC., SOUNDCLOUD LTD., MYXER,
INC., QLIPSO, INC., QLIPSO MEDIA
NETWORKS LTD., YAP.TV, INC.,
GOMISO, INC., IMESH, INC.,
METACAFE, INC., BOODABEE
TECHNOLOGIES, INC., TUNECORE,
INC., ZEDGE HOLDINGS, INC.,
BRIGHTCOVE INC.,
COINCIDENT.TV, INC., ACCEDO
BROADBAND NORTH AMERICA,
INC., ACCEDO BROADBAND AB,
AND MEDIAFIRE, LLC
Defendants.

§ Civil Action No. 6:12-CV-576 MHS
CONSOLIDATED CASE

BLUE SPIKE, LLC,
Plaintiff,

v.

WIOFFER, LLC
Defendant.

§ Civil Action No. 6:12-CV-570 MHS
CONSOLIDATED CASE

**DECLARATION OF OFER SHABTAI IN SUPPORT OF DEFENDANT
AUDIBLE MAGIC CORPORATION'S AND ITS CUSTOMERS' MOTION TO
TRANSFER VENUE TO THE UNITED STATES DISTRICT COURT FOR THE
NORTHERN DISTRICT OF CALIFORNIA UNDER 28 U.S.C. § 1404(a)**

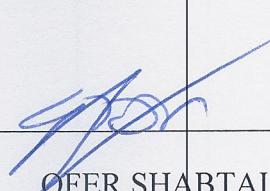
I, Ofer Shabtai, declare under penalty of perjury that the following is true and correct:

1. I am a Director of Defendant iMesh, Inc. ("iMesh"). I have personal knowledge of the facts set forth in this declaration, or access to iMesh's corporate information and records allowing me to confirm these facts. If called as a witness, I could testify competently to these facts under oath.
2. iMesh is a corporation organized under the laws of the State of Delaware, with offices in New York and Israel.
3. iMesh has no operations, employees, or property in Texas.
4. iMesh is accused in the complaint in the above-referenced action based on Audible Magic's technology.
5. iMesh entered into an agreement with Audible Magic, located in Los Gatos, California, permitting iMesh to integrate Audible Magic's Content Identification Services into iMesh's services. This Audible Magic technology is accused by Blue Spike in the instant action. It is my understanding that the Content Identification Services provided to iMesh by Audible Magic are, at all times, managed and hosted remotely by Audible Magic through Audible Magic's facilities.
6. iMesh interacted with Audible Magic technical and business personnel in Los Gatos, California to obtain the agreement with Audible Magic and with regard to technical aspects of the Audible Magic technology.
7. It is my understanding that as part of its agreement with Audible Magic, iMesh utilizes or accesses Audible Magic servers, databases, and software which are located in and/or originating from Audible Magic's remote facilities.

8. iMesh has no access to, and no ability to alter the proprietary source code form of the Audible Magic software which Audible Magic uses to provide its Content Identification Services to iMesh.

I declare under penalty of perjury under the laws of the United States of America that the foregoing facts are true and correct based on my own personal knowledge.

Executed on May 12, 2013 in Tel Aviv, Israel



OFER SHABTAI